IN THE DISTRICT COURT OF CLEVELAND COUNTY
STATE OF OKLAHOMA

CJ-96-1499-H

VIDEOTAPE

STATE OF OKLAHOMA, et al.

Plaintiffs,

vs.

R.J. REYNOLDS TOBACCO CO., et al.

Defendants.

COPY

DEPOSITION OF:	ULF WHIST
DATE:	Monday, June 29, 1998
TIME:	12:35 p.m.
LOCATION:	Law Offices of WINSTON & STRAWN 200 Park Avenue New York, New York
TAKEN BY:	Counsel for the Plaintiff
REPORTED BY:	PATRICIA M. MULLIGAN Registered Professional Reporter, R.M.R.

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PHILIP MORRIS COMPANIES, INC.
AND THE WITNESS

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ALSO PRESENT:

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Ness, Motley, Loadholt,
Richardson & Poole

Bren Golden
Scruggs, Millette, Bozeman & Dent, P.A.

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STIPULATION

It is stipulated by and among Counsel that this deposition is being taken in accordance with the Federal Rules of Civil Procedure; that all objections as to Notice of this deposition are hereby waived; that all objections except as to form are reserved until the time of trial; and that the witness has reserved the right to read and sign the deposition after review by counsel.

* * * * * * * * * * * *

THE VIDEOGRAPHER: Going on the record, the time is approximately 12:36.

This is the videotaped deposition of Ulf Whist, taken by the plaintiff in the matter of State of Oklahoma, et al., versus R.J. Reynolds Tobacco Company, et al., under the jurisdiction of the District Court of Cleveland County, State of Oklahoma. The deposition is being held in Winston & Strawn, 200 Park Avenue, New York, New York, on Monday, June 29th, 1998.

My name is Jim Roberts. I'm the video specialist. The court reporter is Patricia Mulligan. We're here in association

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with William Roberts and Associates, with offices in Charleston, South Carolina. Counsel will now state there appearance for the record and the court reporter will please swear in the witness.

MR. HELMS: John Helms for Philip Morris.

MS. RITTER: Ann Ritter, Ness, Motley, for State of Oklahoma, and with me is Sally Roy, also from Ness, Motley.

MR. MIKHAIL: Charles Mikhail from Scruggs, Millette, Bozeman & Dent, and also with me is Bren Golden. For the plaintiffs, the State of Oklahoma.

U L F W H I S T,

being first duly sworn, testified as follows:

EXAMINATION

BY MS. RITTER:

Q. Mr. Whist, my name is Ann Ritter and I'm the attorney with Ness, Motley, appearing today on behalf of the State of Oklahoma.

I'm going to be asking you several questions. If I speak too quickly, if

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you don't understand me, please feel free to interrupt and ask me to slow down or to repeat a question. If you would like to take a break at any time if you could just let me know we can go ahead and take a break.

A. Thank you.

Q. Where are you presently employed?

A. Philip Morris Company, Inc.

Q. How long have you been employed with Philip Morris Companies Inc.?

A. I think two years, maybe three.

Q. What was your employment prior to that?

A. Philip Morris International most of my career in America.

Q. What year were you first employed with any Philip Morris related company?

A. 1966, 22nd of June.

Q. What company were you employed with?

A. A company calls Philip Morris Limited.

Q. Where was it located?

A. Melbourne, Australia.

Q. What was your first position with Philip Morris Limited?

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A. I was a brands manager.

Q. Were you assigned to a particular brand?

A. Yes.

Q. Which brand?

A. Marlboro.

Q. How long did you hold the position as brandsman for Marlboro with Philip Morris Limited?

MR. HELMS: I don't think that's what he said.

Could you repeat the question?

Q. How long did you hold the position of brandsman?

A. Brands manager.

Q. Brands manager for the Philip Morris Marlboro brand with Philip Morris Limited?

A. I think for about 14 to 18 months.

Q. What was your next position?

A. I became the group brands manager.

Q. What responsibilities did you hold in the position of group manager?

A. The marketing of Philip Morris brands.

Q. That would be in brands in

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addition to Marlboro, but including Marlboro?
A. Yes.
Q. How long did you hold that position?
A. From memory, maybe two or three years.
Q. What was your next position?
A. Assistant to the chairman.
Q. Do you recall what year you took that position?
A. No.
Q. And who was the chairman?
A. James R. Fawke, F-A-W-K-E.
Q. Was Mr. Fawke the chairman of Philip Morris Limited?
A. He was the chairman of Philip Morris Australian Limited, which was a holding company which included Philip Morris Limited.
Q. In the position of assistant to Mr. Fawke, were you employed by Philip Morris Limited or Philip Morris Limited Australia?
A. Philip Morris Limited.
Q. What were your responsibilities as assistant to Mr. Fawke?
A. General fact totem, meaning what assistants do. Alternate.

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Q. What was your next position after being assistant to Mr. Fawke?
A. I was elected to the board of Philip Morris Limited.
Q. What year was that?
A. I'll have to guess. Let me think. Probably 1972 or 73.
Q. How long did you hold that position?
A. Till December, 1980.
Q. What specific responsibilities did you have on the board after Philip Morris Limited during that time frame?
A. I was simply a board member. I didn't have any specific duties.
Q. Did you have any employment other than being on the board?
A. My title, you mean, within the company?
Q. Yes?
A. Yes. Director of corporate affairs.
Q. For Philip Morris Limited?
A. Yeah.
Q. And is that during the time, same time period, 1972 to 1980?
A. Approximately.

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Q. What were your responsibilities as director of corporate affairs?
A. Generally speaking, I was in charge of the arts program.
Q. Could you spell that?
A. Arts? A-R-T-S program.
Q. Could you describe what the arts program involved?
A. Yes. I started something called the Philip Morris Arts Grant.
Q. What type of activities did the Arts Grant fund?
A. The acquisition of work by young artists, meaning artists who had not been recognized by the art world as yet. They're generally in their late twenties through the forties. Additionally, I was the director of the Philip Morris Wildlife Fund.
Q. Anything else?
A. (Witness indicates.)
Q. What position did you assume after 1980?
A. I became the Vice President of Corporate Affairs, Philip Morris International.
Q. Did you relocation your residence

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at that point in time?
A. Yes.
Q. Where did you move to?
A. New York City.
Q. As Vice President of Corporate Affairs, who did you report to?
A. I think originally to the Executive Vice President of Philip Morris International.
Q. Who was that?
A. The first I think it was Hamish Maxwell, but I'm not at all sure about this.
Q. As Vice President of Corporate Affairs, did you report to people other than Hamish Maxwell at different points in time?
A. No.
Q. How long have you Vice President of Corporate Affairs?
A. I should add that I have reported to a great many people as the organization changed.
Q. How long were you Vice President of Corporate Affairs of Philip Morris International?
A. I think until 1990, I think.
Q. During the time frame of 1980 to 1990, what people had you reported to?

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A. I'll take this nice and easy because there's quite a few. Hamish Maxwell, first. Then Bill Murray. Then Dick Snyder, S-N-Y-D-E-R. Geoff Bible. And I think that's it.

Q. Did you know Mr. Bible when you were in Australia?

A. No.

Q. Who is responsible for your promotion to Vice President of Corporate Affairs at Philip Morris International?

A. I really don't know.

Q. You don't know how you got tapped for the position?

A. No. I was just offered a position. I took it.

Q. Who called you?

A. Probably somebody from headquarters in New York.

Q. You don't specifically recall?

A. No.

Q. What was the next position you held after 1990?

A. I became the -- Bearing in mind I may not be correct about 1990, but I became the Senior

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Vice President of External Affairs, Philip Morris U.S.A. I'm not so sure now. It could have been 1992.

Q. When you became Senior Vice President for External Affairs for Philip Morris U.S.A., who did you report to?

A. I reported to Bill Campbell.

Q. What was his position?

A. He was, I think, at the time the President of Philip Morris U.S.A.

Q. Have you reported as senior vice president of external affairs to somebody other than Bill Campbell?

A. No, because I switched to Philip Morris Companies, Inc.

Q. What was your position with Philip Morris Companies, Inc.?

A. The same title, Senior Vice President, External Affairs.

Q. Who did you report to as the Senior Vice President of External Affairs for Philip Morris Companies, Inc.?

A. I reported to -- I think his title was Assistant Chairman. The name evades me. I'll try to remember it as we go along.

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Q. Is your present position Senior Vice President of External Affairs for Philip Morris Companies, Inc.?

A. Yes.

Q. Could you describe what your responsibilities were when you were Vice President of Corporate Affairs for Philip Morris International?

A. Yes. Principally, I was concerned with building up an outreach program.

Q. And in particular who were you trying to outreach to?

A. Various constituents, people in the trade.

Q. What was the purpose of outreach?

A. The purpose was to try to establish what we are and what we do, the various community programs.

Q. Is outreach a sort of public relations?

A. You could call it that.

Q. What types of groups or organizations did you outreach to in 1980 to 1990 as Vice President of Corporate Affairs in Philip Morris International?

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A. Basically, international groups who were interested in international trade.

Q. Do you recall any of those groups?

A. Yes, I do. The America European Community Association, the Business Council for International Understanding, the Business Council for United Nations, the Conference Board, the New York Society for International Affairs. There are quite a few. Let me see -- Oh, yeah. The American Scandinavian Foundation.

Q. Can you think of any other?

A. The Spain/U.S. Chamber of Commerce, and I had constant dealings with various arts organizations around the world.

Q. What about the international labor organization?

A. The ILO, I have no direct dealings with them. No. That's a United Nations organization.

Q. If we go through the organizations you listed, if you could tell me what you know about when and by whom they were organized?

A. All right. Which one?

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Q. Let's start with the A.E.C.A.
A. That was started in 1980.
Q. That's the same year that you started in this particular position?
A. That's correct. And it was started by Lord Jenkins, who was at the time the President of the European Commission and Sir David Nicholson, who was the Chairman of British Airways and numerous others in Europe. I can't tell you what the United States, because I wasn't there, involve in the very beginning. I came in 1981.
Q. Were you involve at the time that A.E.C.A. was being started up?
A. No. A year later.
Q. Did you know Lord Jenkins or David Nicholson through David Nicholson through 1980?
MR. HELMS: I'm sorry. Can you repeat that?
Q. Did you know either Lord Jenkins or Sir David Nicholson in 1980?
A. I may have met Lord Jenkins, but I did not meet Sir David until 1981, I think.
Q. Sir David Nicholson was also the

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chairman of Rothmans Tobacco Company, wasn't he?
A. I think Rothmans International.
Q. Which owns the tobacco company?
A. I don't know who owns what. They are -- He was the chairman of Rothmans International.
Q. How were you first introduced to the A.E.C.A.?
A. Through the son of Sir David Nicholson, a gentleman by the name of Charles Nicholson. He was the head of the organization in the United States where he lived at the time.
Q. Who introduced you to Charles Nicholson?
A. I think we met at the British American cocktail party or some such.
Q. Did you at some point in time become an officer of the A.E.C.A.?
A. Yes.
Q. When was that?
A. I think must have been 1981 or perhaps 1982. Shortly after meeting Charles Nicholson.
Q. How did that come about?
A. He knew of my interest in the burgeoning European Union, and since I'm a European, he probably thought I would be -- He said to be

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specific, it would be nice if we had somebody in the United States who share our ideas and views and who understands Europe.

Q. What in particular were the ideas and views that you shared that he was referring to?

A. I've always been very anxious that Europe should become united.

Q. Was your involvement in the A.E.C.A., in your official capacity, as an employee of Philip Morris?

A. No.

Q. But A.E.C.A. was an organization that as the Vice President of Corporate Affairs of Philip Morris International you used for outreach?

MR. HELMS: Let me object to the word "used.

Answer if you can, please.

A. One of many organizations was very doing work in international affairs in the United States.

Q. At any point in time has any of the Philip Morris-related companies contributed any money to the A.E.C.A.?

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A. Yes.

Q. Were they contributing money to it when you became an officer of the organization in 1981 or so?

A. No.

Q. When did Philip Morris or any of its related companies first began making financial contributions --

A. I'm not sure of this, but --

MR. HELMS: I'm sorry. You need to let her finish the question, Mr. Whist, so that the court reporter can take you both down.

THE WITNESS: I'm very sorry. Would you kindly repeat that?

Q. If you court reporter could.

(The last question and answer is read back by the reporter.)

A. I think probably a year or two after I became involved.

Q. Who was involved in making the decision that Philip Morris would contribute money to the A.E.C.A.?

A. Me.

Q. And then I take it you made that recommendation --

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A. He had something --

MR. HELMS: I'm sorry. Again, you've got to let her finish her question.

Q. You made that recommendation back to the company, I take it?

A. Yes.

Q. Could you describe how that recommendation was made and acted upon?

A. Okay. Typically, you go to something called the contributions committee.

Q. And do you make a recommendation there that the contribution be made?

A. Yes.

Q. Do you have to submit a written form?

A. Yes.

Q. Do you have to set forth some rationale for why you think the contribution --

A. Normally, yes.

MR. HELMS: I'm sorry. Again, Mr. Whist, let her finish her question. You all are just jumping over each other. I just want to make sure the record is clear.

Q. Do you recall if you did so regarding A.E.C.A.?

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A. No.

Q. Have you gone through the contributions committee more than once to obtain contributions for the A.E.C.A.?

A. Yes.

Q. Do you recall if you have ever made a written request for those contributions?

A. Yes.

Q. What is the rationale for your recommendation that Philip Morris contribute money to the A.E.C.A.?

A. It's a worthy cause.

Q. Why is it a worthy cause?

A. Because it has to do with the formation of, as I said earlier, the European Union and dialogue between the United States and Europe.

Q. What are the goals of the A.E.C.A.?

A. To -- I'm searching for the right word. To foster the transAtlantic dialogue and free trade.

Q. Have you or Philip Morris utilized the A.E.C.A. to promote the interests of Philip Morris?

A. No.

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Q. The next organization that we -- that you mentioned before was the business council for --

A. International.

Q. -- International Understanding. What is that organization?

A. It's an organization meant to focus businessmen's attention on international trade and other issues.

Q. Where is the organization headquartered?

A. In New York City.

Q. Have you at any time held any offices at the Business Council for International Business Understanding?

A. No.

Q. Who are the officers of the Business Council for International Understanding?

A. I can't give you the current list of board members. It used to be the Vice-Chairman of A.I.G. His name evades me.

Q. What is A.I.G.?

A. American International General. It's America's largest insurance company.

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Q. Do you recall any other officers or board members of the Business Council for International Understanding?

A. I should, because I deal with them virtually daily, but I haven't. I have a mental block on the director's name. I'll come back to it.

Q. At any point in time has Philip Morris or any of its related companies made any financial contributions to the Business Council for International Understanding?

A. Yes.

Q. Over what period of time have those contributions been made?

A. I've been involved, I think, for six years.

Q. Have you also been responsible for making the recommendations to Philip Morris to make those contributions --

A. Yes.

MR. HELMS: Again, Mr. Whist, please make sure she finished her question before you answer.

Q. Have you done so in written form?

A. Yes.

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Q. What are the goals of the organization?

A. To foster international understanding between nations and to foster international trade.

Q. What rationale was the basis for your recommendation that Philip Morris contribute to that organization?

A. Same thing. We are obviously interested in free international trade.

Q. Why is Philip Morris interested in free international trade?

A. Because we have business organizations in 160 nations and markets around the world.

Q. Can you describe what kinds of activities the Business Council for International Understanding is involved in?

A. Yes. They typically train U.S. foreign service officials who go abroad about current international trade issues.

Q. Is the Business Council entirely funded by private industry?

A. As best I know.

Q. What percentage of the Business Council's funding comes from Philip Morris?

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A. You ask me to guess? One or two percent, perhaps.

Q. How about for the A.E.C.A.? What percentage of that organization's funding comes from Philip Morris or has come from Philip Morris over the years?

A. Considerably higher, but I can't give you a precise figure.

Q. What types of activities is the A.E.C.A. involved in?

A. We stage meetings with business and other community leaders who are interested in Europe. Here and in Brussels, Belgium; in London, United Kingdom; and in the Hague in the Netherlands. We have also held meetings in Spain, Canada, Latin America. There may have been other things that I am -- can't remember now.

Q. Do you ever attend any of the meetings that A.E.C.A. stages?

A. In the United States I attend the majority of them.

Q. What about abroad?

A. Whenever I can.

Q. Can you tell me a little bit more about any of the meetings that the A.E.C.A. has

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had in the United States?

MR. HELMS: Let me object to the question. It's vague.

You can go ahead and answer if you can.

A. Can you rephrase --

Q. Can you tell me any more about the A.E.C.A. meetings, meetings staged by the A.E.C.A. in the United States?

A. Yes, I can.

MR. HELMS: Let me object again to the question. It's vague, but if you understand it, go ahead.

A. I think I can -- we stage meetings which was concerning -- We had a lady who is now the -- Let's see if I can this right. I think she's the Minister for Northern Ireland affairs, Mo Mowlam, and we discussed the latest development in the Irish peace negotiations.

Q. That meeting was held here in the United States?

A. Yes.

Q. Who attended that meeting?

A. I can't -- typically our meetings attend about 50 to 60 people.

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Q. Do you recall any of the people who attended that meeting?

A. Probably the British ambassador as I can recall, members of my board, and the rest I can't, because every year there are hundreds and hundreds.

Q. Is this an annual sort of a meeting that you're talking about?

A. No. They occur at regular intervals. There's no set program, but over a year we might have 12 meetings, something like that. Maybe more. I never reflected upon it.

Q. Who are the other members of your board of the A.E.C.A.?

A. I'll do this very carefully and slowly. H. Onno, O-N-N-O, Ruding. He was the former finance minister of the Netherlands and is the current vice-chairman of Citicorp, Citibank, I think they call it. Mr. Alan Morvan, M-O-R-V-A-N, is the International Vice President for the New York Stock Exchange, and I have to take this very carefully because it's complicated. Charles MacC Mathias, Jr. is the chairman of First America Bank shares. Muni, M-U-N-I, Figueres is the external relations

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director, something like that, of the IntraAmerican Development Bank. Of course, yours truly. And now I have blank mind. There could be others.

Q. Over the 17 years you've been involved with that organization, have there been any other board members?

A. The former chairman of Pfizer International was with us until his retirement sometime in the late eighties.

Q. What was his name?

A. Can't recall.

It's Barry Fitzgerald.

Q. Any other former board members you can think of?

A. Not for the moment, but there could have been. We're talking about 17 years. Sorry. No. I can't.

Q. How many employees did the A.E.C.A. have?

A. We have a permanent office in London, the U.K. There we have a young lady. We have a permanent office in Brussels, Belgium, where we have a director and his assistant, and here in the United States it is basically me.

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Q. The woman in London and the director and assistant in Brussels, are their salaries paid for by the A.E.C.A.?

A. Yes.

Q. Do you receive a salary from the A.E.C.A.?

A. No. I'm the Chairman. It's honorific.

Q. For the various meetings that you attend in the United States and abroad for the A.E.C.A., do you take a leave of absence from Philip Morris to attend?

A. I have a certain amount of freedom in my job, and I've travelled a good deal, and you may recall I said that I don't attend all meetings. I -- basically in Europe attend when I happen to be there.

Q. Is your attendance at A.E.C.A. meetings or functions completely separate and distinct from your employment at Philip Morris?

A. Entirely.

Q. Do you keep track of your time as an employee of Philip Morris?

A. No.

Q. You don't keep any sort of calendar or diary of your time?

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A. No.

Q. Do you keep records of your travel expenses?

A. Yes.

Q. Who maintains those records?

A. I guess the accountants at Philip Morris.

Q. When you travel to meetings of the A.E.C.A. or A.E.C.A.-staged meetings, do those travels expenses get submitted to Philip Morris or to A.E.C.A. for payment?

A. You may recall that if I find myself in Europe there are no costs involved. There have been occasions where the A.E.C.A. have reimbursed me for expenses.

MR. HELMS: Counsel, let me object to the word "staged" as you're using it as vague, because I have the feeling you're using it in a way that's different than the witness.

MS. RITTER: I actually am, for clarification purposes. If it comes up again, Mr. Whist, I'm using the word to -- in an attempt to shadow how you used it when you indicated that A.E.C.A. had staged meetings I was trying to describe the kind of meetings as

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distinguished from simply a board meeting of the A.E.C.A. So hopefully we've been understanding each other.

MR. HELMS: As long as you're not going to make any kind of suggestion that is not called for by what he said, but go ahead.

Q. Mr. Whist, could you tell us what you meant by a "staged" meeting?

A. Yes. It's in common usage. If you -- I guess you Americans would prefer to say, organize.

Q. Mr. Whist, wouldn't it be correct to say that Philip Morris makes use of the A.E.C.A. for its own public relations and communications purposes?

A. No.

Q. Wouldn't it be correct to say that Philip Morris uses the A.E.C.A. as a vehicle to further its own causes?

A. No.

Q. What kinds of activities does the Business Council for International Understanding undertake?

A. You asked me that before.

Q. And you said generally you have

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meetings and train foreign service officers. That's the totality of what they do? That's the full list?

A. Yes.

Q. How many meetings a year for a training of foreign service officers does the business council for international --

A. I can't answer you that because I'm not involved in each and and every one of them. I use the Business Council for International Understanding as an example of the multitude organizations with which I'm involved.

Q. One of the organizations you mentioned was The Conference Board?

A. Yes.

Q. What is that?

A. It's a large organization of U.S. corporate leaders who are concerned with the state of the economy and the state of -- that's U.S. economy -- and the state of the international economy. I've only been involved in the international side.

Q. One of the organizations you mentioned that were included in the Philip Morris outreach that you were involved in as

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Vice President of Corporate Affairs of Philip Morris International was the New York Society for International Affairs?

A. Yes.

Q. Can you tell me what that organization is?

A. I need to take up some of your time, but I will. It's an organization that was started in 1980 by the late David Morse who had been earlier the Director General of the International Labor Organization that is a part of the United Nations system, and he, David Morse, received a Nobel Peace Prize for his work at the I.L.O. When I came to New York I met with him. I became profoundly impressed by this extraordinary man, and he told me that there was a need perhaps, to have an international organization which would take in the minorities in the United States, which would take in the labor organizations, as well as management, the professions, and the other groups that typically do that kind of international work. And he asked me would I be prepared to start it with him, and I was delighted to.

Q. What were the goals of the

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organization to be?
A. Well, the principal goal was free international trade, but there were others.
Q. What were the other goals?
A. To have a forum where these groups could discuss their problems on a worldwide basis.
Q. When was that organization formed?
A. I'm not sure of the exact date, but probably 1982.
Q. Did you take a leave of absence from Philip Morris for the purpose of starting up that organization?
A. No, it did not require much time.
Q. Did you at any time hold any offices or been on the board of the New York Society?
A. Yes. From the very outset.
Q. What titles have you held?
A. I think originally I was a board member. David Morse was the Chairman, and I think at one point he made me the President, and that's what I'm still now.
Q. At the time you met David Morse was he a partner at the Jones, Day law firm, do

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you know?

A. No. He was in a principal in the firm called Surry & Morse.

Q. And then subsequent to that that firm merged with Jones, Day?

A. Yes.

Q. At any time has Philip Morris contributed money to the funding of the N.Y.S.A?

A. Oh, yes.

Q. Over the entire period of time that you've been involved with it?

A. That I can't tell you. I think in the beginning the monies provided, I think, came from David Morse and a little from me.

Q. At some point in time, however, Philip Morris did start making contributions to the organization?

A. Yes.

Q. Again, did you follow the channel of making requests for contributions to the same contribution committee?

A. Yes.

Q. Would any of those requests have been made in writing?

A. I think all.

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Q. What was the justification to that committee that you made for the request?
A. That the organization was one capable of fostering international peace and international trade, and that it would involve more segments of society than is ordinarily the case.
Q. At any point in time has Philip Morris made use of the New York Society for its own public relations or communication purposes?
A. No.
Q. At any point in time has Philip Morris used the New York Society as a vehicle to further its own interests?
A. No.
Q. Do you know what percentage of the New York Society's funding Philip Morris has contributed?
A. It's a high percentage.
Q. Would it be correct to say that it's contributed as much as 98 percent in the 1990s?
A. I'm not sure. I really don't know.
Q. Is it in excess of 50 percent?
A. I would say so, yes.
Q. Is your involvement at the New

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York Society separate and distinct from your employment at Philip Morris?

A. Well, in that I have a lot of freedom to do -- After 32 years at Philip Morris, you know, I don't really consult with anybody. I do what I think is right, and in this case, we're talking about the strong personal conviction which hopefully Philip Morris shares, but we have never discussed it.

Q. Does the New York Society have an office in the United States?

A. Yes.

Q. Where is the office?

A. In my apartment. It's in 211 Madison Avenue.

Q. Does the New York Society have any employees in the United States other than you?

A. No. It's basically me.

Q. Are there other people at Philip Morris that assist with the New York Society?

A. Yes. I have an assistant who from time to time helps me. His name is Kevin Callahan.

Q. How long has Mr. Callahan been your assistant?

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A. I think for a year or two.
Q. Did you have an assistant before Mr. Callahan?
A. Yes, I did.
Q. Who was that assistant?
A. Her name is Donna Sanders.
Q. Did she assist you with the New York Society?
A. She assists me with just about everything I do. She's better known as Donna Wood. She was the former principal dancer at the Alvin Ailey American Dance Company.
Q. Is she still employed with the company?
A. No.
Q. Does Mr. Callahan assist you with the A.E.C.A. at all?
A. Not much. Occasionally.
Q. Would you say he assists you with a little bit more with the New York Society?
A. No. I don't think -- There's not a great deal of things that I can't do myself. So certainly if I'm not here he will answer messages, call me, help me with some travel arrangements, but, no, it's a small part of his

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time.

Q. The phone calls and what not that you make on behalf of the New York Society, do you make some of those from your offices at Philip Morris?

A. Not often. It has happened.

Q. Are those charged to a separate account at Philip Morris?

A. No.

Q. What account are they charged to?

A. I guess my administration account. Those calls might amount to $25 a year, something like that.

Q. For all of the various meetings that you schedule, that's all the phone calls that get made?

A. People -- I have to be very careful now because I don't want to paint myself in the wrong light. People normally seek me out. I don't seek them out. I'm quite well known in the international community.

Q. For some of the meetings that you've scheduled which have involved some U.S. public officials, haven't you ever called those public officials in the United States?

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A. Never.

Q. No phone calls?

A. Never. I don't deal with the individuals.

Q. What is the American Scandinavian Foundation?

A. It was started in 1906. You may recall that there had been a lot of problems in Europe in the 1890s. There was a huge immigration of Scandinavians into the Midwest, in this area and elsewhere, and the idea was to see if we could not get an exchange program going between the United States and the Scandinavian Student Exchange Program, and that's what the organization is doing to this day. I am the U.S. Vice-Chairman of that organization. Maybe President. We do approximately 24 hundred -- More than that. I could be wrong. But the amount of students going runs into the hundreds.

Q. Earlier in your testimony today you were explaining your work as Vice President of Corporate Affairs for Philip Morris International, and I recall you saying that your work involved attempting to outreach to people across the world to try to establish and tell

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people about your organization, and you listed in organizations that were included in that outreach, A.E.C.A., and the New York Society.

Is that correct?

A. Yes.

Q. So as Vice President of Corporate Affairs, at least some of your dealings with the A.E.C.A. and the N.Y.S.A. were on behalf of Philip Morris, were they not?

A. No.

Q. Then explain to me why you indicated that as Vice President of Corporate Affairs you were outreaching to organizations including the A.E.C.A. and N.Y.S.A. I'm confused.

A. All right. I probably put it very poorly. Philip Morris is very interested in the welfare of -- as are probably most other U.S.-based corporations -- the welfare of the many peoples with whom we deal, and somebody needs to talk to these people. You cannot do it -- You simply do not do it from New York City sitting in your office. You've got to do it institutionally, and when you do that you better make sure that those institutions are the kind

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of institutions which benefit these people.

That's what I meant by it, and I don't know if that's quite clear for you. It's the only way I can explain to you.

MR. HELMS: Counsel, can we take a break?

MS. RITTER: Yes.

THE VIDEOGRAPHER: Off the record at 1:31.

(Recess.)

THE VIDEOGRAPHER: Back on the record at 1:37.

Q. Mr. Whist, I don't recall if I asked you this. When you go to meetings of the A.E.C.A. or meetings staged by the A.E.C.A., who pays for your travel expenses?

A. Depends. I try to frequent in my ordinary job, so if I happen to find myself in Brussels I might make a stop and that's about the extent of it. In terms of -- That's about it, I think.

Q. Have you ever submitted travel expenses directed to the A.E.C.A.?

A. Oh, yeah.

Q. In your position of Vice

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President of Corporate Affair for Philip Morris International, time period 1980 to 1990, did you have to submit any sort of reports of any sort during the year to your supervisor?

A. Basically, what I had to do was to write I think once a year, when France required and statewide was a worthy cause, why Philip Morris should support it.

Q. That's your request for contribution. But separate and distinct from that, did you ever have to report on your progress in your work or anything such as that?

A. No.

Q. Did you provide any reports of any meetings or training sessions that you attended in connection with the N.Y.S.A. or A.E.C.A. to your supervisors at Philip Morris?

A. No. I don't think so. You're talking about 17 years. I don't think so.

Q. When you changed your position -- When your position was changed to Senior Vice President of External Affairs, did you continue in your role of outreach to organizations?

A. Yes.

Q. Did that continue to include

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A.E.C.A., the Business Council for International Understanding, N.Y.S.A. and the other organizations you listed?

A. Yeah. There are quite a few others, too, I think. Let me mention, too, I'm on the board of the C-E-R-V-A-N-T-E-S Institute. It's a cultural organization in Spain designed to, among other things, bring people closer into line with Castilian Spanish, which is the common usage language, and to advance, you know, the people's knowledge of Spain's rich cultural heritage.

I also serve on the board of the -- I think it's called the U.S./Spain Council which was inaugurated two years ago by Al Gore, the Vice President of the United States, and Philip Gonzaeles. That's G-O-N-Z-A-E-L-E-S, who at the time was what they called the President of Spain.

Q. Does Philip Morris or any Philip Morris-related companies sell cigarettes in Spain?

A. Yes.

Q. What kind of cigarettes?

A. I don't know the brands, ma'am.

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Q. Is Marlboro sold in Spain?
A. I guess so.
MR. HELMS: Mr. Whist, I'm sorry. Do you know that?
A. I'm not sure.
Q. Does Philip Morris --
THE WITNESS: But I think so.
Q. Does Philip Morris sell cigarettes in any Scandinavian countries?
A. They have a minor market share in -- virtually nothing -- in Denmark, a little bit in Norway, and a minor share in Sweden. That's what I recall.
Q. Am I correct that you're from Norway originally?
A. Yes, I am.
Q. Is that the basis for your interest in this American Scandinavian Foundation?
A. Yes, but I hasten to add, they came to me.
Q. Are you familiar with an organization called Libertad?
A. Oh, yes. Indeed.
Q. What is Libertad?

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A. Libertad was an organization which was set up by David Morse.

Q. When?

A. Please don't hold me to this, but I think '84, '85.

Q. Have you had any involvement in Libertad?

A. Oh, yes. He asked me to go on the board.

Q. And did you serve on the board of Libertad?

A. Yes.

Q. Do you presently serve on the board of Libertad?

A. Yes.

MR. HELMS: I'm sorry, Mr. Whist. Make sure you wait until you let her finish the question.

Q. What kind of organization is Libertad?

A. Libertad has to do with human rights and freedom issues.

Q. Are they primarily focused on freedom of expression --

A. No, but it's an important part.

Q. Where is Libertad based?

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A. It's in here in New York City. The current address I can't recall, but I think it is probably in David's old law firm, Jones, Day, Reavis & Pogue.

Q. Does it have any actual employees?

A. No.

Q. What type of activities is Libertad engaged in?

A. Libertad is engaged in trying to -- We've been traveling where we could and spread the message about freedom and freedom of expression. For instance, in Hungary and the Czech Republic, with the advent of the breakdown of communism, it was particularly important they should know about freedom of expression which had been denied them.

Q. Are American cigarettes now sold in Czechoslovakia and Hungary?

A. I can speak for Hungary. I think they're sold -- Yes. I think they're sold in Hungary. American cigarettes? In the Czech Republic? American cigarettes everywhere, so most likely, but I have no specific knowledge of what the situation is. I should know these, but I'm not

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on the business side, so you'll forgive me.

Q. I want to ask you about a document and I'll provide copies to your counsel?

A. Sure.

Q. I've got enough for you both to have.

MR. HELMS: Two documents?

MS. RITTER: No. It's one. I just gave you both a copy.

MS. RITTER: If we could mark that document as Plaintiffs Exhibit 1. For the record, the Bates Numbers are 2500041099 through 41107, and I'm going to ask you a couple of different questions about this document. So if you're counsel will permit it, I would like for you to have an opportunity to review the document.

(Exhibit P-1, marked for identification.)

MR. HELMS: I'm going to object to you asking questions about this document. It's a privileged document.

MS. RITTER: Don't you have a procedure in Oklahoma where you can simply ask

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the portion of the record pertaining to this document be sealed?

MR. HELMS: No.

MS. RITTER: What's the basis of your claim of privilege?

MR. HELMS: Because it's got attorney/client privilege and work product within the document.

MR. MIKHAIL: There was an understanding as to documents dealing with lobbying and such matters --

MR. HELMS: That was the confidentiality.

MR. MIKHAIL: I understand, but they do get produced, subject to the confidentiality objections.

MR. HELMS: This is not a confidentiality issue objection. I object to you you asking questions about this document.

MS. RITTER: Are you making a claim that the document in its entirety is attorney/client privilege? That's the basis of your claim?

MR. HELMS: That's the claim. This is a privileged document.

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MS. RITTER: You're aware this document is on the Internet?

MR. HELMS: I don't know that for a fact, but --

MS. RITTER: Let me represent to you I got it off the Internet.

MR. HELMS: It doesn't make any difference, Tom, whether it's on the Internet or not, because I'm presuming that this is part of the set that's in issue. So?

MS. RITTER: I don't know which set is at issue. You're asking about --

MR. HELMS: I think you know. I think this is part of the so-called 39,000 documents.

MS. RITTER: I think it is part of the 39,000 documents, Is that what you meant?

MR. HELMS: That's what I meant.

MS. RITTER: What do you mean when you say you're objecting? You're stating an objection for the record?

MR. HELMS: No. I'm going to instruct him not to answer questions about this document.

MS. RITTER: You represent him

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personally?

MR. HELMS: Yes, I do.

Q. Mr. Whist, do you have an attorney who represents you personally?

A. Mr. Helms.

Q. How long has Mr. Helms represented you?

A. A week? Ten days.

MS. RITTER: We would offer to seal the portion of the transcript related to this document so as to avoid having to reconvene the deposition and waste additional time with Mr. Whist, since I only have two questions concerning the document.

MR. HELMS: Let me take that under advisement. And I tell you what, can we go off the record for a --

MS. RITTER: You want to take a quick break?

MR. HELMS: Let's go off the record for a minute and you and I talk.

THE VIDEOGRAPHER: Off the record at 1:52.

(Recess.)

THE VIDEOGRAPHER: Going back on

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the record at 2:01.

Q. Over the break has counsel for Mr. Whist and Philip Morris had a chance to confer with co-counsel on whether we could proceed on questioning concerning documents from the 39,000 by moving to have that portion of the record sealed as a temporary measure?

MR. HELMS: The answer to your question is that I will not agree that the witness could answer questions based on one of the 39,000 documents that we claim are privileged at this time, even if you agree to keep it under seal.

Q. Mr. Whist, have you ever been asked within your employment at Philip Morris to maximize the use of A.E.C.A. and the New York Society as vehicles to further the interests of Philip Morris?

MR. HELMS: Counsel, are you asking -- Go ahead. I'm sorry.

A. Not to my recollection, no.

Q. Have you ever been asked within your employment at Philip Morris to expand the implementation of Libertad beyond France and Australia so as to become a major influence in

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the formation of public policy?
A. Not to my recollection.
Q. Has Philip Morris ever used Libertad as a means of influencing the formation of public policy?
A. Again, not to my knowledge.
Q. You've never been involved in any such thing?
A. You're talking about Philip Morris or me?
Q. In Philip Morris' use of Libertad as a mechanism of influencing the formation of public policy.
A. I'm not aware of Philip Morris using Libertad in any such purpose.
Q. Who is C. von Maerestetten?
A. Cynthia von Maerestetten works for Kraft Foods in Europe. I don't know what the precise title is.
Q. Who is Don Harris?
A. Don Harris works for Philip Morris in Hong Kong last I heard.
Q. Have you ever had any work involvement with Mr. Harris?
A. Oh, yes.

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Q. What type of involvement?
A. General Public Affairs programs.
Q. What about Cynthia von Maerestetten?
A. Less so, but similarly. Yes.
Q. Do you know a Jay Dollisson?
A. Yes.
Q. Have you had any involvement with Jay Dollisson?
A. Very little, because he wasn't in the United States for any length of time. I think maybe a year.
Q. Are there other people at Philip Morris, other than yourself, who are involved in corporate affairs and public relations for the various Philip Morris related companies across the world?
A. You mean now?
Q. Since 1989 to the present.
A. There is a corporate headquarters for Philip Morris International, and they have a public affairs function, yes.
Q. Do the various people involved in public affairs and corporate affairs at the various Philip Morris entities meet

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periodically?
A. Yes.
Q. Is there a name for that meeting or a name for that group?
A. I don't know -- I don't participate in those meetings.
Q. Who participates in the meetings?
A. In the public affairs meeting? Probably public affairs folks.
Q. How about in corporate affairs?
A. Same thing.
Q. And you're not in corporate affairs?
A. I'm in External Relations.
Q. How about External Relations and External Affairs?
MR. HELMS: I'm sorry. Are you asking whether they meet?
MS. RITTER: Yes.
A. Meet with who?
Q. Each other, with the various people who are involved in external affairs for all of the various Philip Morris entities.
A. Well, I'm the only one, I think. There could be others, but I haven't met them.

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Q. Do you attend meetings with any colleagues at the Philip Morris ever?
A. Yes what kind of meetings?
A. Well, a variety. Depends on the subject. For instance, recently I've been interested in the Guggenheim Musuem, and I've met with people from the contributions committee. Let me see if I can give you sort of a recent picture. I met with the director of Botanic Gardens in Melbourne, Australia on Friday. That's a pretty typical meeting. Guests of Philip Morris who come to town. Sometimes have dinner with them.
Q. Do you know a man named Jack Quinn?
A. Jack Quinn? No.
Q. Do you know a man named Neil Cohen? Are you familiar with an organization called APCO?
A. No.
Q. What is a "front group"?
A. Sounds ominous, but I don't know what it is.
Q. You've never heard of the phrase "front group"?

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A. I think it's in common parlance. Precisely the meaning might be here, I have no idea.

Q. What is the parlance you've familiar with?

A. Well --

MR. HELMS: Let me object to that. It's vague. Common parlance that he's familiar with for what?

Q. Mr. Whist, I had a question pending?

A. Would you kindly restate it?

Q. A moment ago you said that "front group" was a common parlance but that you were not sure of the specific meaning here, and I wondered what meaning you were familiar of.

A. All right. Okay. I grew up in occupied Norway. The facists put up a number of groups which pretended to be Norwegian patriotic groups, and they did that in an effort to catch us. That's my understanding.

Q. In 1997, do you recall the trip that the New York Society for International Affairs was involved in which included U.S. politicians or public officials traveling to

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Costa Rica?

A. Oh, yes.

Q. Can you tell me what your involvement was in that trip?

A. Okay. I was approached by representatives of the Costa Rican government. Would it be possible for me to find an organization that was interested in a visit to Costa Rica because it's important for them to -- for trade and other purposes to remain close to the United States, and I said, Yes, I'll do that.

At the subsequent time I met with a man whose name is Dan Sprague. He's the Executive Director of the Council for State Governments, and I mentioned this conversation to him, and he said, We would be interested in that and I said, All right, I'll see if I can effect a visit.

Q. How did you happen to know the government officials of Costa Rica?

A. You would have to bear with me because it will take some time. Very early, after I came to New York, I met a man name Danilo Jimenez and at the time he was -- he was the Costa Rican

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Ambassador to the United States. We met, and he told me that his nation, small nation, found it very difficult to get the appropriate notice here and internationally. And could I help. I so I said yes. Why not. Unfortunately he died, and his widow, Muni Figueres, also a former official of Costa Rican government, asked me if I could continue to help and I said yes.

Q. Philip Morris has a plant in Costa Rica, don't they?

A. I don't know.

Q. Philip Morris sells cigarettes in Costa Rica?

A. Since we did in most other parts of the world, probably. You may recall I said we're in 160 markets.

Q. All your dealings with the Costa Rican ambassador and subsequently in scheduling, for example, this trip to Costa Rica, was that all on your personal time?

A. Yeah.

Q. Nothing to do with Philip Morris?

A. No.

Q. Except that Philip Morris

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provided the vast majority of the funding for the trip to Costa Rica.

A. No. Philip Morris did not provide the vast -- No.

Q. Well, Philip Morris provides most of the funding to the New York Society, don't they?

A. Well, that's an entirely different issue.

Q. Who paid for the trip?

A. New York Society.

Q. And they get most of their funding from Philip Morris?

A. Yes.

Q. And Philip Morris cigarettes were given out on the trip, weren't they?

A. Not to my knowledge.

Q. Did you go on the trip?

A. Yes.

Q. You didn't notice any free Philip Morris cigarettes being given out at dinners or anything?

A. No.

Q. Who went on that trip?

A. It -- Basically, as I understand it, and I was told it was the leadership of the

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council -- I think it's for state governments. Anyway, that was what I was told.

Q. Did the people who go, to your knowledge, know that the New York Society received the majority of its funding from Philip Morris prior to the time they went on the trip?

A. I haven't --

MR. HELMS: Objection. Calls for speculation.

Q. I asked if you know?

A. I have no idea.

Q. Have you read press reports where people such as Jody Richards said that he had been unaware prior to going that the New York Society received so much funding from Philip Morris?

A. Yes.

Q. Did that surprise you?

A. No.

Q. In your dealings with the Council for State Government, did you advise them that the New York Society, who would be funding this trip, receives the majority of its funding from Philip Morris?

A. No.

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Q. Other than Jody Richards, do you recall the names of any of the other people who went on the trip?

A. You're testing my memory. Let me think. Muni Figueres traveled with us. Members from my staff traveled with us. The Executive Director of the Council, Dan Sprague, traveled with us. His assistant, whose name is Sharon, and you have to forgive me -- traveled with us. And I think there were -- the names I can't recall. I have a problem with names, but I can't recall names.

Q. What members of your staff went to Costa Rica?

A. I had my -- assistant Kevin Callahan.

Q. Who else?

A. I had an intern called Camille R-I-S-S-E-Raud, R-A-U-D, and a fellow from Philip Morris called Bozeman, and I think that's it.

Q. Did the intern Camille Raud, Kevin Callahan, Bozeman and any other Philip Morris lows take leaves of absence from Philip Morris to take the trip?

A. In the case of Camille Raud, yes. I don't know if Kevin described it as time of work

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and I cannot answer what was because I simply don't know.

Q. Were they just traveling in their personal time to Costa Rica?

A. The truthful answer is that in the case of Camille Raud I can tell you. The others I don't know. Kevin might have taken it as a holiday. I can go and check if you wish.

Q. Yeah, I would. And Camille, she took a leave of absence?

A. Well, her term was virtually finished.

Q. Who asked them to go?

A. I did.

Q. What was the purpose of them being present?

A. Well, the reason for needing people is that it's quite a logistic exercise once you're on the road. People lose their luggage. There's problems with getting through, getting the tickets right. Any one of a million different tasks that you will have to pay very expensive people which we couldn't afford to handle normally like a, you know, I guess an employee of a travel agency or some such, and that charge -- cost a lot of money.

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Q. Who paid for their travel expenses?
A. In the case of Callahan and Camille Raud it came out of my budget.
Q. Your budget where?
A. At Philip Morris.
Q. And what about the others, if you know?
A. I don't know.
Q. In an instance such as that where their travel expenses are paid by Philip Morris does Philip Morris report that as an additional contribution to the New York Society?
A. The answer is, I don't know.
Q. Who other than Philip Morris contributes money to the New York Society?
A. Well, because we have a number of meetings throughout the year, anybody who attends the meetings gives us a small amount.
Q. Do they pay -- You mean they pay for their participation in that particular meeting?
A. Yeah.
Q. What about any other organizations, entities, or individuals who make

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a contribution to New York Society?
A. There have been individuals who give quite substantial sums of money.
Q. Are there records kept of that?
A. Oh, yes.
Q. Where are those records kept?
A. In the -- In my office.
Q. In your apartment?
A. Yes. That's my office.
Q. And you said that was what address on Madison Avenue?
A. 211 Madison Avenue.
Q. Is there an apartment number?
A. 7-B.
Q. Do you recall a trip to Africa in 1995 --
A. Yes.
Q. -- that the New York Society was involved in?
A. Yes.
Q. Can you tell me about that trip?
A. Okay. I met the man called Ambassador Son, I think it's S-O-N. He was the -- at the time the ambassador for South Africa to the United States, and he knew I had an interest in

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international exchange programs, and he said that would be a very timely and opportune time to visit South Africa in view of the fact that they've basically won their in dependence from apartheid, and he was particularly anxious to promote South Africa as a place to invest and generally get the world to know more about what they were doing.

Q. That trip was in 1995. Right?

A. If you say so. I can't recall.

Q. And was it coordinated through the National Governors Association?

A. Yes.

Q. Who did you deal with at the National Governors Association?

A. I met with the executive director.

Q. Who was that?

A. His name is Shephock, I think. I can't spell it for you; and Victoria, I'll have to give that name to you later. Victoria, their international relations director.

Q. Did you deal at all with Governor Tommy Thompson?

MR. HELMS: Object to the question as vague. When you say "deal with."

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Q. In the context of your advance communications scheduling the trip to Africa in 1995, did you have any dealings, conversations or discussions with Governor Tommy Thompson of Wisconsin?

A. He was the chairman at the time. It's possible, but I can't recall specifically.

Q. You don't recall at least 12 phone calls that Tommy Thompson made to your office concerning the trip?

A. He made 12 -- You're telling me something I'm not aware.

Q. You don't recall that?

A. No.

Q. Do you recall any of the people who went on that trip?

A. Yes, I do.

Q. Who?

A. It was -- Let's think. The governor of the State of Nevada who was the next -- He was the chairman elect and his name is Bob Miller. Governor Branstad of -- Forgive me if I can't remember the state. The governor, Tommy Thompson, of course, is the chairman; and I think -- and Governor Kirk Fordice of

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Mississippi.

Q. Was the governor of Iowa present on the trip?

A. Is he Branstad?

Q. That could be.

A. Yeah. Yeah.

MR. HELMS: I'm sorry. Are you saying you know it was Branstad?

A. The question is, is Branstad the governor of Iowa, and I think he is, but I'm not sure.

Q. Were you aware at the time of the Africa trip that there were -- there was pending a lawsuit by the State of Missouri Attorney General against Philip Morris and other tobacco companies?

A. I'm not involved in that. There's a possibility I knew, yes.

Q. Were you aware that at the time of the Africa trip the states of Iowa and Nevada had not yet sued Philip Morris?

A. No. I didn't know that.

Q. At the time of the Costa -- On the Costa Rica trip, did Mississippi State Legislator Charlie Williams also go?

A. Yes. I think he was the vice-chairman of

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the Council for State Government. So, yeah. I think he was there.

Q. And did the governor of Utah, Olene Walker also go on the trip?

A. Who? Would you kindly repeat that?

Q. Governor Walker from Utah?

A. I don't think so.

Q. Did the governor of New Mexico, Manny Aragon go on the Costa Rica trip?

A. The what?

Q. The governor of -- Not the governor. State official from New Mexico, Manny Aragon?

A. I remember the name Manny Aragon. Yes.

Q. Do you recall a trip in 1996 to Australia organized by the New York Society?

A. Yes.

Q. Did you go on that trip?

A. Most likely, yeah.

Q. Did you go on the trip to Africa, too?

A. Oh, yes.

Q. Did you bring any of your staff on the trip to Africa?

A. May I go back to a name, an early name?

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Yes. Victoria Becker. Just came back to me. She was the international relations. And she did most of the work.

Q. In Africa -- Did any of your staff go to Africa?

A. Yes. Donna Sanders came with us. She's an African-American.

Q. Anybody else?

A. No.

Q. How about to Australia? Did any of your staff go there?

A. Let me think.

I can't recall for the moment, but it's likely there was someone there, or at least I think so.

Q. Do you recall Philip Morris cigarettes being handed out at dinners at any of the other trips; for example, to Australia or Africa?

A. No. May I make a comment?

Q. Uh-huh.

A. It's customary if you go to a government function -- Say in Costa Rica, it's cocktail party/dinner, they would ordinarily provide cigars, cigarettes, cognacs, whatever it takes.

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Q. So it was probably just a coincidence when you guys showed up at dinner and there were crystal goblets sitting out with packs of Marlboro in them?

A. Somewhat speculative, but I think I would have noticed crystal goblets. Seems like a very fancy thing. I saw no such thing.

I have frequently seen --

MR. HELMS: I think she asked a question.

Q. You never saw glasses at any of the dinners on any of these trips with a pack of Marlboros sitting in them?

A. Never. You can't get a pack of Marlboro into a glass.

Q. These trips included what types of activities? And I'm referring to Australia, Africa and Costa Rica.

MR. HELMS: Would you like him to go one at a time, or do you want him to generally describe activities common to all of them?

Q. If it's common, that would be fine.

A. Okay. Much depends, of course, on the

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group with which you're traveling. In the case of the National Governor's Association it probably assumes more of a -- What's the word? They're probably more important to the host nation than some of the other organizations. So when they come, in this case to Australia, we could not meet with the head of state because he was traveling, but we met with the deputy prime minister. We met with the foreign minister. We met with the minister of trade and industry. We met with the minister of economy. We met with the president of the Australian Parliament. The Australian Parliament gave a reception there -- you know, from memory, and I could be wrong about this, about 100 members of the Australian Parliament present. We met with numerous business groups. We met, of course, with the U.S. embassy. We met with the consulate corp in these very cities, and what have I left out? That's roughly it.

Q. Was there any sightseeing?

A. On the weekends. Yes.

Q. There were press reports on the Costa Rica trip, I think, about jungle boat cruises and visits to coffee plantations and

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casinos.

Do you recall that?

A. Yes, I do.

MR. HELMS: I'm sorry. Let me object to the question as vague, whether he recalls the press reports or whether he recalls the event.

Q. Okay, Mr. Whist. Go ahead.

A. I recall the press reports. I do not agree with them. The visit to the coffee plantation was to meet with the head of the agricultural society, who was very anxious to sell Costa Rican coffee.

What was the other thing?

Q. Jungle boat cruises?

A. On the weekend some members of our party took a flat-bottom boat with an out-creek motor up a little river. They were looking for something called the -- something monkey that makes a tremendous noise. I don't know what they charge but the charge probably $11. Certainly wouldn't be more than 20.

Q. Each of those people who went paid for that themselves?

A. I have no idea. I assume so.

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Q. And in Australia was there also sightseeing?

A. Yes. We went on a particularly nice cruise on the Sydney harbor. It's a beautiful place, and we went on the boat which was provided by one of the hosts. We had lunch on board. We saw the sights, which is customary thing to do when you're in Australia. We also visited the resort which was very anxious to promote its name and so, basically, the weekend activity was at the resort, and the other extra curriculum thing was this two-hour luncheon, I think it was, on the Sydney harbor. These trips are very work-intensive.

Q. Except that you and the people from Philip Morris were just working on your own behalf contributing -- them contributing their time to the New York Society?

A. Uh-huh.

Q. You weren't doing any work for Philip Morris?

A. No.

Q. Were you aware in 1995 and '96 when these trips were taking place that at the time the tobacco companies were lobbying the

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National Governor's Association to take strong action to oppose the tobacco Medicaid cost-recovery cases that had been brought by various state attorney generals?

A. No.

Q. Were you aware, in fact, subsequent to Governor Fordice's trip to Africa sponsored by New York Society that Governor Fordice brought a lawsuit against Attorney General Mike Moore to try and prevent General Moore's case proceeding against the tobacco companies?

A. Yes. I think I saw reference to that in a T.V. program.

Q. Were you aware that Philip Morris funded the legal representation that Mr. Fordice had in bringing that law suit?

A. No.

Q. Mississippi State legislator Charlie Williams has gone on trips other than to just Costa Rica, hasn't he, that were sponsored by the New York Society?

A. I think he came with us on one other occasion, but there have been quite a few. So just which one, I can't remember.

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Q. Perhaps to Spain?
A. Yeah.
Q. Did you know that while the New York Society was providing Mr. Williams trips that Mr. Williams was planning his campaign for the governor nomination which he indicated -- he has indicated he anticipates could be against the Attorney General, Mike Moore, of Mississippi?
A. No.
Q. What is the American Spectator?
A. The American Spectator is a -- What do you call it? A news magazine? Not -- Maybe not. News magazine but a magazine.
Q. What affiliation, if any, does Libertad have with the American Spectator?
A. We helped them stage -- No. Sorry. I remember now. You said stage. Helped them on their annual -- what do you call -- annual ball. Annual. Whatever. We helped their foundation, and that's about it, I think.
Q. In fact, when the Libertad American branch opened in 1990, do you recall that it was announced at the American Spectator annual ball?

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A. You're going to search -- No. I can't remember that. It's possible.

Q. Have you ever attended any of those American Spectator balls?

A. Oh, yes.

Q. More than one?

A. Oh, yes.

Q. Do you recall seeing Philip Morris cigarettes being given out for free at those balls?

A. No. I'm not saying it was the case, but I don't remember.

Q. Those balls are attended by a lot of important people, aren't they?

A. Oh, yes.

Q. Can you name any of those people that you've met or seen at those balls?

A. Yeah. I have a particular interest in the literati. So -- Wolf. You know, the fellow who wrote the great critique of modern architecture. What's his first name again?

Q. I would have no idea. I'm sure Mr. Mikhail would be more than likely --

MR. MIKHAIL: I missed that. What was the question?

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A. It's of no consequence. I guess a number of other writers come to mind, as do prominent politicians, as do prominent, I guess, individuals.

Q. Presidents?

A. We had a -- Yes. President George Bush came to one.

Q. And Whitehouse Chief of Staff John Sununu?

A. That I can't recall, I remember George bush.

Q. Secretary of Defense Cheney?

A. Can't remember.

Q. C.I.A. director William Webster?

A. Can't remember. These are people who don't normally come within my orbit.

Q. Robert Bork?

A. Yes. I remember that.

Q. Senator Fred Thompson?

A. I can't recall that, but it's very possible. There are literally hundreds of people coming to these things.

Q. Do you recall in 1995 Phil Gramm being the keynote speaker?

A. Yes.

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Q. And house majority leader Dick Arney being at that dinner?

A. I remember him, yes.

Q. Have you had a chance to meet any of those politicians at those meetings?

A. No. Not really. I sit at the small table, basically. Leadership of the foundation.

Q. Leadership of the Libertad?

A. No. The American Spectator.

Q. Who is that?

A. Oh, please don't ask me the names. I meet them once a year. Well, certainly Bob Tyrell, Ronald Burr. Some people I can remember. Vladi Plezensky. P-L-E-Z-E-N-S-K-Y. These are on the editorial staff of the American Spectator.

Q. Did you get to meet Charlton Heston when he came to the American Spectator meeting?

A. It was very much in passing. I said, Hi. I somehow don't think he will remember me.

Q. What does Charlton Heston have to do with the American Spectator?

A. I don't know.

Q. At some point in time did

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Libertad begin giving out a Free Expression Award at the American Spectator dinners?

A. This was something that Bob Tyrell did. Yeah, and -- Yeah.

Q. Do you recall any of the recipients of the Free Expression Award?

A. Not -- I remember the first is it Roberts and Novak? As I recall, they're basically people who are in the public media, and I remember those two.

I wish I could help you, but I can't.

Q. Hasn't Libertad been active in Eastern Europe in trying to oppose any sorts of restrictions on advertising generally?

A. The -- Advertising generally? The very purpose of Libertad, of course, is free expression, so certainly where we met we have -- We have sent that message.

Q. Do you have any involvement with making political contributions, contributions to the political candidates in the United States or abroad?

A. No.

Q. Are you familiar with a group

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called the National Smokers Alliance, N.S.A.?
A. No. I've heard about them.
Q. Do you recall an organization in Australia you were involved in forming that deals with -- dealt with smokers' rights?
A. That I was involved in forming?
Q. Yes.
A. What was the name of the group?
Q. Smokers Rights Association?
A. Well, it's possible, but I might have been involved as part of an industry team or something. The specifics, no, I can't remember.
Q. Have you met the former British Prime Minister Margaret Thatcher?
A. No.
Q. Is she still presently on the Philip Morris board?
A. I have no idea.
Q. Did you attend the funeral of Sir David Nicholson?
A. Yes, I did.
Q. Have you ever met a person named David Hardey, chairman of the trustees of the National Maritime Museum?
A. No. I don't think so. He might have

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been at that funeral. I don't know.

Q. Do you know a David Hardey?

A. No.

MS. RITTER: Let's take a break, because they have to change the tape.

THE VIDEOGRAPHER: Off the record at 2:45. This is the end of Tape 1.

(Recess.)

THE VIDEOGRAPHER: Going back on the record at 3 p.m. This is Tape Number 2.

Q. Mr. Whist, I want to show to you another document and so I'll give you a copy for you and your counsel. If you could take a moment and look at it.

MS. RITTER: This is not from the 39,000.

Could you mark it as 2 to the deposition.

(Exhibit P-2, marked for identification.)

MR. HELMS: I don't -- Is there a Bates number on this?

MS. RITTER: I don't believe it is. It is produced by RJR. it's not produced by Philip Morris. There is a Bates number if

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you look at -- There is a Bates number on all pages on the top right 50026 3838 to 3841. And it's clearly stamped "Produced by RJR" and clearly not stamped with any -- with the Barnes confidentiality stamp.

MR. HELMS: If you're planning to use that, let me stop and see if -- Because this is not a Philip Morris document. But I need to check and see whether there's some privilege attached to it.

You don't mind if we take a quick break?

MS. RITTER: No. I don't mind.

THE VIDEOGRAPHER: Off the record at 3:02.

(Recess.)

THE VIDEOGRAPHER: Back on the record at 3:19.

MR. HELMS: Let me say for the record, I'm trying to check and find out the last document Ms. Ritter wanted to ask about to see whether the document -- whether they assert any kind of privilege or protection over it.

Q. Mr. Whist, has a single American died of a disease caused by smoking Philip

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Morris cigarettes?

A. You're asking me to speculate on the scientific issue. I cannot answer you.

Q. You have no opinion, even personal, on the question of whether or not cigarette smoking has killed a single person in the United States?

A. I'm not a scientist. I can't answer that question. I don't know.

Q. Do you smoke?

A. I do. Yes.

Q. Has your doctor ever advised you you should quit smoking?

A. No.

Q. Have you ever attempted to quit smoking?

A. Well, as a matter of fact, I do, from time to time.

Q. Why?

A. Well, normally because I got a cold and don't feel it.

Q. Do you have any children?

A. Sadly, no.

Q. Do you consider it safe to smoke cigarettes?

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A. Again, not being a scientist I can't -- I can give you a personal view.

Q. What is your personal view?

A. My personal view is that whatever you do in moderation, you know, it's a personal decision that you have to make.

Q. Do you believe there is a safe level of cigarette smoking?

A. Again, it's a quantitative issue I can't address. I lack the knowledge.

Q. What do you mean by "in moderation"?

A. Well, this may not pertain directly to it, but I have known people who drank more than a fifth of scotch a day, and I thought that wasn't right. I think if you -- I mean it's mere speculation on my part.

Q. What is the I.C.O.S.I.?

A. Would you mind repeating that?

Q. I.C.O.S.I.

A. You're stretching my memory, but I think it refers to an international manufacturers body with -- Just what it's an acronym for, I can't recall.

Q. What was your role in the public

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announcement of the identity of additives and ingredients in cigarettes in the 1980s?

A. Would you mind repeating that?

Q. What was your role in the public statements related to the constituent and ingredients in cigarettes that was made in the 1980s in the United States?

A. I don't think I made any statements. About that.

Q. Do you recall when --

A. I can remember there was debate.

Q. Do you recall that eventually Philip Morris did turn over to the government and publicly a list of ingredients used in manufacturing cigarettes?

A. Which government are you referring to?

Q. Excuse me?

A. To which government?

Q. The United States government.

A. No. I wasn't involved.

Q. Do you recall the point in time in the 1980s when that happened in the United States?

A. I remember there was debate about the ingredients and the proprietary nature of the

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making of cigarettes.

Q. What involvement, if any, have you had internationally in the issue of E.T.S. or environmental tobacco smoke?

A. When I was there I was involved in this respect that I dealt with inquiries from around the world.

Q. What sorts of inquiries?

A. Well, you know, our affiliates, would receive a phone call from a journalist and they would probably most likely ask him what is the state of play on the issue of environmental tobacco smoke.

Q. Where -- How did you respond to those kinds of inquiries?

A. Very early on I wasn't in a position to respond because there was little that was known.

Q. What is the E.T.S. consultant program?

A. As I recall it, it was a program set up -- I have to step back a little. We heard reports there were a lot of bad science regarding this issue around the world, and I reached out to see if, in fact, this was the

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predominant scientific view, that E.T.S. was harmful to nonsmokers' health.

Q. What was the E.T.S. consultant program?

A. It was a result of that -- my inquiring about that issue.

Q. Could you describe the program?

A. As best I can. I think I made contact with a lawyer by the name of John Rupp who seemed to know an awful lot about this issue, and I recall a conversation I had with him where I asked him, Is it true that there is a lot of bad scientce? Forgive me that term. I don't know the right scientific term. And he said, Yes. I said, Why is that. He said, Well, it is not an issue that's a high priority for science in general. Because I don't think there's much there.

Q. And so what was the E.T.S. consultant program?

A. As I recall it, John Rupp contacted a number of scientists to see what their view might be.

Q. And Rupp recruited several scientists in various parts of the world?

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A. Don't know about the word "recruited." He spoke to scientists.

Q. After he spoke to them, did the consultants program, the E.T.S. consultants program, involve any sorts of activities or events?

A. I think there was some publishing done by the individual scientists.

Q. Did the consultants program include holding press briefings on issues relating to E.T.S.?

A. I wasn't involved in that.

Q. Did you at any time write a report concerning the status of the international E.T.S. consultants program?

A. Yes. It could very well be.

Q. Did the E.T.S. consultants program include briefing government officials on issues involving E.T.S.?

A. Well, I guess if a government official came to Philip Morris and asked for our opinion we would give them the latest as we knew it.

Q. Was the E.T.S. consultant program limited to Philip Morris?

A. I don't know.

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Q. You don't recall whether the E.T.S. consultant program was an industrywide consultant program?

A. No. I dealt directly with John Rupp, and it's possible he may have dealt with other people, but I can't recall that. No.

Q. Would you agree that the goal of the E.T.S. consultant program was to put into perspective claims concerning E.T.S.?

A. I would agree to the following: We have been told there was a lot of bad science, and obviously we were an interested party, so we better find out more about this, and that's what we set out to do.

Q. And this international consultants program on E.T.S. was coordinated through Covington & Burling; Mr. Rupp?

A. Yes.

Q. Do you recall in the first two years of its operation that the consultants were involved in approximately 100 separate presentations at major international --

A. No. I can't recall the details. No.

Q. Do you recall the consultants in your E.T.S. consultancy program being involved

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in preparing affidavits to use concerning E.T.S.?

A. No, I didn't.

Q. Are you familiar with a case in Australia called the Afco case?

A. Yes.

Q. What is the Afco case?

A. Afco case was a worker's compensation case. It was not a lawsuit. It was somebody who claimed injury through E.T.S.

Q. Do you recall perhaps maybe -- Do you recall a case in Australia where the Australian Tobacco Institute was accused of having a false claim in an advertisement concerning the relationship between E.T.S. and disease?

A. No, I don't, but when would that have been?

Q. In the late eighties, late 1980s?

A. No.

Q. Who's W.H. Webb?

A. He was the -- Let me see if I have it right. I think he was the managing director of the Australian -- 1988?

Q. Yes. '88, '89.

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A. I think he was the managing director of the Australian company.

Q. Who is L. Pollack?

A. Lee Pollack is the legal general counsel of Philip Morris International.

Q. On the -- On the E.T.S. consultant program were there people other than yourself who were involved and other than Mr. Rupp?

A. It could have been other members of my staff were.

Q. You don't recall?

A. No. Basically I recall my conversations with him.

Q. Let me show you a document which is dated February 17, 1988, Notes On A Special Meeting Of The U.K. Industry On Environmental Tobacco Smoke, and ask you to review that for a moment.

THE VIDEOGRAPHER: Off the record at 3:36.

(Recess.)

THE VIDEOGRAPHER: Back on the record at 3:37.

Q. Mr. Whist, have you had the

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opportunity to read the document which is numbered 21747 at the bottom right-hand corner?

A. Yes.

MS. RITTER: That can be marked as P-3 to the deposition, please.

(Exhibit P-3, marked for identification.)

Q. Reading from the first paragraph in the summary, "Philip Morris presented to the U.K. industry their global strategy on environmental tobacco smoke. In every major international area (U.S.A., Europe, Australia, Far East, South America, Central America and Spain) they are proposing, in key countries, to set up a team of scientists organized by one national coordinating scientist and American lawyers, to review scientific literature or carry out work on E.T.S. to keep the controversy alive. They are spending vast sums of money to do so, and on the European front Covington & Burling, lawyers for the Tobacco Institute in the U.S.A., are proposing to set up a London office from March, 1988, to coordinate these activities. The countries in Europe where they have already been working are the U.K., France,

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Germany, Switzerland, Italy, Spain, and Scandinavia (via Sweden). A list of potential scientists who could be contacted in the U.K. was produced."

Did I read that correctly Mr. Whist?

A. Yeah. I think so.

Q. Am I correct that what's being described here as having been presented by Philip Morris to the U.K. industry in 1988 happens to be exactly the same thing that you just described and attributed to yourself as far as the E.T.S. consultancy program?

MR. HELMS: I object to that. Calls for speculation. Because there's no indication that Mr. Whist wrote this document.

Go ahead and answer, if you can.

A. Yeah. I had no knowledge of this.

Q. So when you came up with the idea since you were getting those inquiries on E.T.S. of calling Mr. Rupp and then talking to a whole bunch of consultants and setting up the E.T.S. consultancy program, you had no idea that this had been Philip Morris' strategy globally on environmental tobacco smoke?

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A. No.

Q. Were you aware, as it states in Paragraph 3 on Page 2 of this document, that according to Dr. Gaisch he said "that their strategy on E.T.S. has been established in U.S.A. at a meeting between Philip Morris and Covington & Burling, the lawyers acting for the Tobacco Institute of the U.S.A. At a later date R.J. Reynolds were also brought in to support some of their U.S. activities, one of these being the Center for Indoor Air Research."

Were you aware that that meeting had taken place between Philip Morris and Covington & Burling?

A. It's quite possible, but I wasn't present at it, so I can't describe it.

Q. You don't recall when you contacted Mr. Rupp him mentioning to you that there was in place a global strategy on E.T.S.?

A. No.

Q. Do you know who David Remes is?

A. Yeah. I think he worked for John Rupp or with John Rupp.

Q. At Covington & Burling?

A. Yes. I think so, but don't quote me on

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that, because I'm not 100-percent sure.

Q. Paragraph 5 on Page 2 states that "David Remes presented the approach of the U.S. lawyers, and said that he believed their function to be to act as intermediaries between the consultants and industry and also to indicate 'areas of sensitivity' on E.T.S. research. He was not prepared to elaborate on these areas of sensitivity or on the stage at which any filtering process would be carried out."

Did Mr. Rupp explain to you that the role of the attorneys would be as described in this paragraph I just read to you?

A. No. I don't -- Our discussions had a different context. I was concerned with the issue of bad science, and I'm not a scientist nor a lawyer, so I couldn't -- There's no way I could contribute to a discussion like that.

Q. Do you have any idea how Mr. Rupp chose the consultants that he contacted after you contacted him with your inquiry?

A. Not really. He said that he had read a lot of, you know, there were a lot of people who held a contra view. What he did from there on

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in, no, I don't know.

Q. Did Mr. Rupp indicate to you in selecting the consultants as indicated on Page 3 of this memo at Paragraph 8 that the "CVs are obtained and obvious 'antismokers' or those with 'unsuitable backgrounds' are filtered out"?

A. Well, that has to be the opinion of whoever wrote this document. I never had such discussions.

Q. He didn't tell you that?

A. No.

Q. You didn't know how he chose the people he called?

A. No.

Q. When you began receiving the inquiries concerning E.T.S., did you contact the head of research and development at Philip Morris?

A. No. I don't think I did.

You know, I generally talk to people in the industry. I want to find out, first of all, whether or not it's true that there's a lot of tendentious science out there, and the clear answer that came back from these people, albeit lay people like myself, was they

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thought so. I said, We better find out.

Q. How many scientists does Philip Morris employ?

A. I don't know.

Q. Do you know Dr. Carchman?

A. No.

Q. Do you know Dr. Gaisch or Gaisch?

A. Yes. I know Gaisch.

Q. Instead of calling them, you called Mr. Rupp at Covington & Burling?

A. Dr. Gaisch and I had nothing -- He was in Europe. I had nothing to do with him at all.

Q. Do you know Jim Charles?

A. Sorry?

Q. Do you know Jim Charles?

A. No.

Q. Did Mr. Rupp or anybody at Philip Morris ever tell you that with regards to this E.T.S. consultancy program that, as stated at Paragraph 9 on Page 3, "Philip Morris then expected the group of scientists to operate within the confines of decisions taken by Philip Morris scientists to determine the general direction of research, which apparently would

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then be 'filtered' by lawyers to eliminate areas of sensitivity"?

Was that indicated to you?

A. No.

Q. I take it you weren't involved in any of the filtering of the science?

A. Absolutely not.

Q. Do you continue to be involved in the E.T.S. program internationally?

A. No.

Q. When did you stop?

A. I guess when I left International. Shortly before. I can't recall. Probably late eighties. Thereabouts. I wasn't all -- I was initially, but not lately.

Q. I show you a document dated September 20, 1977, and the question I have concerns the last paragraph.

A. Okay.

Q. And it -- Correction. It's called the Smoker Rights League. I just want to see if that refreshes your memory. It certainly refreshed mine as to the name of the group.

MS. RITTER: If we could have this marked as P-4.

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(Exhibit P-4, marked for identification.)

MR. HELMS: Can't do this.

MS. RITTER: Why?

MR. HELMS: Because it's a privilege document. It's one of the 39,000, isn't it?

MS. RITTER: No. I don't believe it is.

MR. HELMS: Let me make sure it's on my list.

MR. HELMS: You're representing it's not?

MS. RITTER: I'm not going to represent that it's absolutely not also in the 39,000, but that's not where I got it.

MR. HELMS: Did you get it off the Internet?

MS. RITTER: No. My records show it was produced by Philip Morris without a stamp of privilege.

MR. HELMS: Let me check.

MS. RITTER: Nor do I see anything in here that has anything to do with any legal issue.

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MR. HELMS: It's on my list of privilege documents so I'm instructing him not to answer.

MS. RITTER: You're taking the position as we sit here today that this is a privileged document. What's the privilege?

MR. HELMS: I assume -- Well -- It would be attorney/client and work product, but --

MS. RITTER: Based on the fact that Jim Bowling, F-Y-I to copy to the initials at the top right?

MR. HELMS: I would say at least in part because it appears to have been sent to a lawyer, but -- I have to -- Excuse me. I have to object and instruct him not to answer, for now, at least.

Q. Do you recall an organization in Australia call the Smokers' Rights League, Mr. Whist?

A. Yeah, I think I do, yes.

Q. Do you recall, while you were in Australia, working to organize a national sports protest movement against government interference with cigarette sponsorship and advertising

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thereof in Australia?

A. Please repeat that. I want to make sure I get this quite right.

Q. Do you recall being involved in organizing a national sports protest movement against government interference with cigarette sponsorship and advertising thereof?

A. I can remember being involved in the -- What do you call it? -- the Australian Tennis Federation that came to me and complained that they were getting into trouble with the -- over our sponsorship of the Australian Open tennis championships. That's what I remember.

Q. Do you recall in that connection helping organize a national sports protest movement?

A. I remember that I gave a function where a number of the Australian sporting -- What do you call them? -- federations came together.

Yes, I remember that.

Q. Were you successful in your efforts?

A. I don't know what you refer to as "my efforts." This was -- I was mainly the host at the meeting of the -- of the sporting

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organizations. Were we successful? Are you talking about them or us?

Q. Well, as I understand it, you helped organize the effort, and I'm wondering whether the effort was successful.

A. As I told you, I organized a meeting of the sporting organizations that received, as I recall it, funds from tobacco manufacturers, beer manufacturers, and a number of others who didn't want government interference in the programs. That was the extent of my involvement.

Q. You deny as you sit here today ever stating, quote, We have also organized a national sports protest movement against government interference with cigarette sponsorship and the advertising thereof. This has started to pay off handsomely, unquote?

A. The only thing I don't think is right, "we." What do you mean by we? This was sporting organizations and I facilitated the meeting. Yes, I did.

Q. How did it pay off handsomely?

A. Well, in view of the fact there is no sporting sponsorship allowable in Australia,

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it's a very unfortunate term.

Q. Were you able to delay the ban of cigarette sponsorship of sporting events in Australia?

A. No. I can't speculate on that.

Q. You don't recall?

A. It's not that I don't recall, but I can't speculate. I don't know how governments arrive at their resolutions.

Q. Who is Jim Bowling?

A. Jim Bowling was the director of corporate affairs at Philip Morris in those years, yes.

Q. Did you periodically communicate with Mr. Bowling?

A. Yeah. He was something of a friend, yeah.

Q. Did you typically write letters to him that were inaccurate or that misstated information?

A. No. I don't think so.

Q. Do you recall the controversy recently surrounding Philip Morris European advertisement showing the cookies and the glass of water?

A. Yes.

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Q. Did you have any involvement either in the ad campaign or in responding to the controversy that ensued?

A. None whatsoever.

Q. Do you recall the recent controversy that broke out after the British -- at the time that the British government was issuing its update report on smoking disease while around the same time who was issuing a new report in its annual report on E.T.S. in the last four months?

A. No.

Q. I just wanted to know if you were involved.

Q. You indicated earlier that Libertad has been founded at least in part to foster free expression and free choice?

A. Yes.

Q. What is free choice?

A. Free choice -- Well, what it is to me is that you should lead your own life without undue influence by outside causes, provided you do it in a moral and decent way.

Q. Does society allow children to exercise free choice?

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A. We have never dealt with the issue of children.

Q. What do you mean, "we have never"?

A. Libertad has never dealt with the issue of children and free choice.

Q. Well, when Libertad tries to prevent advertising restrictions which would result in cigarette ads not being able to be shown on television in Czechoslovakia, you don't think that has anything to do with children?

A. What's this, again?

Q. For example, when Libertad works to help prevent advertising restrictions in an eastern European country; for example, Czechoslovakia, the effect of that could be that television advertisements are allowed to be shown on television or on billboards accessible to children.

A. And when did we do this?

Q. Well, I wasn't speaking -- I was just saying by example.

MR. HELMS: I'm sorry.

A. You're speaking hypothetical.

MR. HELMS: I don't understand

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what the question is.

Q. You testified earlier, Mr. Whist --

MS. RITTER: Let's ask a different way.

Q. Do you agree with the Tobacco Institute that smoking is not a choice for children because they do not have the maturity needed to make judgements that weigh all considerations?

A. Yes, I do.

Q. Do you know who Keith Ware is?

A. Rings a bell.

Q. You don't recognize him as being with Philip Morris?

A. Yes. I think he was in the planning department.

Q. Did you ever work with him?

A. Yeah. I think I did.

Q. Have you corresponded with him so you might recognize his handwriting?

A. No. That I can't do, but I -- Have I corresponded with him? Likely.

Q. Do you know a man named George Berman?

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A. Yes.

Q. How do you know George Berman?

A. George Berman was a -- in the planning department of Philip Morris, I guess it was Philip Morris Incorporated, when I came to the United States in 1980.

Q. Did you have any dealings with Mr. Berman?

A. Yes, I did.

Q. Can you describe those dealings?

A. George Berman, being a planner, I asked him what he thought of the whole controversy.

Q. Which controversy?

A. Surrounding smoking and health.

Q. Okay.

A. But from there I simply can't recall.

Q. Do you recall Mr. Berman telling you he believed Philip Morris should go ahead and admit that smoking causes disease?

A. No.

Q. Do you recall when George Berman left the company?

A. No.

Q. When is the last time you've seen him?

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A. As a guess, I think when I came to America in 1980 he had a party for me at his home, and that's the last time I saw him. Certainly that I can recall.

Q. Have you spoken to him since then?

A. No.

Q. Are you familiar with the company called Devon Research?

A. That was his research company when I got here to the United States.

Q. He had a separate company in addition to working at Philip Morris?

A. No. I can't remember whether he had left Philip Morris at that time and started the company or whether that came later. That I can't recall.

Q. Who is Fred Newman?

A. Fred Newman was the -- I think the correct expression is legal -- general counsel of Philip Morris U.S.A.

Q. Which is the last time you spoke or saw -- spoke to or saw Fred Newman?

A. I met him in the street about six months ago.

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Q. Have you had any professional dealings with him in the last 18 months?

A. No.

Q. What involvement, if any, have you had with the controversy involving the Barclay advertisements?

A. I had some involvement in the very early days. We, Philip Morris, thought they were cheating on the F.D.C. method and we pointed it out to a number of number of public fora.

Q. Why?

A. Because they were cheating on the F.D.C. method. And we didn't think that was a decent thing to do.

Q. What difference did it make?

A. Well, you may recall that tar and nicotine has always been an issue, and we contended that the method, the filter -- I think it's called filter methodology. -- circumvented the test on something called the Phipps and Byrd (phonetic) machine which the F.D.C. uses for tests.

Q. How was that impacting, if at all, Philip Morris?

A. It didn't.

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Q. So why did you care?
A. Why should we care about truthful positioning? I think it's moral obligation to, isn't it?
Q. So you think it's a moral obligation to put information on the packs of cigarettes that truthfully represent the delivery of those cigarettes? That was the issue?
A. Yeah.
Q. Were you involved in some sort of negotiations with the government of Singapore in 1989?
A. No.
Q. Are you familiar with something called the Smart Promotion?
A. I can't recall.
Q. In Sweden? I don't know how to say this. Have you ever heard of something called a veritas relaciones publicas?
A. Let's try this again.
Q. Veritas R-E-L-A-C-I-O-N-E-S, and then P-U-B-L-I-C-A-S.
A. I don't know much Latin I know what VERITAS means. It's truth, isn't it.

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Q. Truth, relations, public, something. You're not familiar with that organization?
A. No.
Q. Are you familiar with something called CTR Special Projects?
A. No.
Q. Were you involved in the lawsuit in Australia concerning allegations that there was a misstatement concerning E.T.S. in Australia?
A. No.
Q. What was the F.T.C. investigation on Super Slims about?
A. On what?
Q. Super Slims?
A. I have no idea.
Q. Virginia Super Slims?
A. When was this? I've been --
Q. In the late -- early -- mideighties?
A. No. I have -- No.
Q. Do you know a Mr. Collamore?
A. Oh, yes.
Q. Who is Mr. Collamore?

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A. I think he's the administration officer of the Philip Morris Companies Inc. corporate affairs department.

Q. How about Mr. Holt?

A. Barry Holt was the public -- What's the word? I'm not sure of the title. It has something to do with press and media.

Q. How about Mr. Knox?

A. George Knox? Yes, I do.

Q. Is he also in that area of public relations and media?

A. No. He's mainly with -- I may not have this right, but he's mainly with the minorities.

Q. How about Ellen Merlo?

A. Ellen Merlo, I don't know what she does, but she belongs to, I think, the Philip Morris Incorporated.

Q. Did you participate in 1995 in as many sort of a meeting or training session on lobbying with Knox, Merlo, Collamore, and Holt?

A. Where was this?

Q. I'm not sure where it was but in 1995?

A. I can't recall. I don't think so.

Q. Does Philip Morris have a code of

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ethics?

A. Yes. We have a -- I can't recall the precise name. It's a -- What it translates into is proper behavior in corporate terms.

Q. As an officer of the corporation do you receive a copy of that?

A. Oh, yes.

Q. Do you own any stock in Philip Morris?

A. Yes, I do.

Q. How much?

A. I don't think I should discuss that.

Q. Why not?

A. It's my own personal business, ma'am.

MS. RITTER: John, we'd like to get the answer to that. If it's in writing or something else I would accept that, but I think that since the whole point has to do with on whose behalf he is acting, himself, personally, or the corporation or both, with regard to these various organizations I think that there's , it's beyond the level of the just pure curiosity, and we should be entitled to know the number of shares in his stock interest.

MR. HELMS: Let me ask you this.

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Would you all be willing to agree to any kind of privacy protection for that?

MS. RITTER: I would be willing to agree we would only use it in the tobacco litigation and that we wouldn't use it outside of that context but, because we're involved in multiple cases, I don't want to be in a position to only agreeing to use it in the Oklahoma case.

MR. HELMS: Okay.

Is there anything else that you need to know besides those numbers?

MS. RITTER: Yes. I had a similar question concerning his salary.

MR. HELMS: Okay.

MS. RITTER: Which I imagine --

Q. Do you have the same position on salary?

A. Yes.

MR. HELMS: I tell you what. Ask your questions, and let me see what I can do on that. Maybe we can work something out, because I think I understand where you're coming from, and I would like to talk to him about it.

Q. What is your salary at Philip

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Morris?
A. I thought John and I were going to discuss it.
Q. We want to have the question on the record. So I -- You would take the same position. You would want to discuss it with John before you provide an answer?
A. Yes.
Q. Did you have any meetings to prepare for the deposition?
A. Yes.
Q. How many meetings?
A. I think two or maybe three.
Q. What was the length of the meetings?
A. Oh, I think two, three hours.
Q. Each or total?
A. No. Each.
Q. Who was present at the meetings?
A. John and I.
Q. And nobody else?
A. At the early meeting a lawyer by the name of Gary Whittier was there.
Q. Has the New York Society or A.C.E.A. or Libertad or any other organization

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you're involved with, including Philip Morris, had any additional dealings with Charlie Williams from Mississippi beyond the trips we've already discussed?

A. No.

MR. HELMS: Wait. Okay.

A. You're asking me?

Q. Yes.

A. No.

Q. Do you know of anybody else in the company?

A. I have no idea.

Q. Does the A.E.C.A. or the N.Y.S.A. or Libertad have any trips presently planned?

A. There's been talk about one to European Union, but I don't think it will happen because we don't have the funds.

Q. Have any of those three groups had any trips over the last 12 months?

A. 12 months. I don't think so. No. I don't think so.

MS. RITTER: John, did you get back to me on this RJR document?

MR. HELMS: I didn't, but we're not going to take the position it's privileged,

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so you can go ahead and ask him about it.

MR. HELMS: Could you put the Bates numbers on the record.

MS. RITTER: I did. Plaintiff's 2, and it's already been marked, and the Bates numbers have been identified and it has Ness, Motley number 15744 at the right-hand corner bottom.

MR. HELMS: The Bates numbers starts with 50026, Bates 3838.

MS. RITTER: Yes.

Q. Looking at that document, Mr. Whist, my question is, first of all, do you recall the meeting that is described in this document?

A. No, I don't, but I think it's probably part of Ecosi (phonetic). When was it?

Q. I was going to ask you that.

A. I have no idea. Could have been the late seventies, early eighties.

Q. If you turn to the --

A. Is it dated somewhere?

Q. No. Not that I could find.

If you turn to the last page under General Sessions there's an 11:30 session

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noted that says "MDs Influence-Public Attitude." Do you recall anything about that session, since your name is listed under it?

A. No.

Q. Do you have any idea what that means, "MDs Influence"?

A. It looks like -- MDs -- it's an English way of talking about physicians.

Q. But you don't recall anything about that presentation?

A. No.

Q. In your position as vice president of external affairs, has one of your concerns been trying to avoid advertising restrictions in various countries?

A. In my job as senior vice president of external affairs I don't get into any kind of political lobbying issue.

Q. How about in your previous position?

A. Yes.

Q. That was one of the things you were worried about? Were there other sorts of government restrictions you were concerned about?

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A. Not really. No.

Q. What kinds of activities did you engage in aimed at addressing that concern?

A. Well --

MR. HELMS: I'm sorry. Let me object. Which concern?

MS. RITTER: The concern we just described, which was -- Let me start over. I don't think the question was that vague, John. It just a waste of time to keep having to repeat questions.

Q. In your position as Vice President of Corporate Affairs, what types of activities, if any, did you engage in aimed at trying to avoid advertising restrictions in various countries?

A. Well, that's not quite the way to put it. I was anxious to find out what effect advertising had, so I hired a lot of people who were experts in that area to see what, if anything, they could tell me about it, and some of these documents went to advertising associations and governments.

Q. By documents you're talking about reports that were prepared by the people that

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you went to to obtain information on the effect of advertising?

A. Yeah.

Q. How did you find those people?

A. Well, you know, there is the -- I don't know what you call it in -- I'll have use the acronym the 4 As That's the advertising association. They have researchers. Let me see what else. I guess there is an equivalent in each country. They have access to researchers. Do a lot of research, because advertising typically think their money is not spent well. So there's a wealth of material in that area and people.

Q. Did you find any information or experts indicating that advertising does influence youth smoking?

A. I think you have to -- I would have to say that this is not the view of advertising people, and, don't forget, I'm an ex-marketing man. I don't believe it to be the case, no.

Q. So when you sought out to try to answer the question of whether advertising does impact youth smoking, is it your testimony you found no one who believed that it did?

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A. I never came across it.

Q. And so all the information that you passed on to the governments that you referred to a moment ago on this topic would have been information indicating that advertising does not have an impact on youth smoking?

A. To be very precise, I didn't pass on any information. Other people did.

Q. Who did?

A. Well, advertising associations and people like that.

Q. What did you do?

A. For our own edification it was very necessary to find out what precisely was thought about this issue, and we went researchers and asked them to tell us the truth.

Q. What is your background in marketing?

A. I'm an ex-brands manager. Group brands manager.

Q. Do you have a degree in marketing?

A. No.

Q. What positions of employment did

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you hold prior to coming to Philip Morris in 1966?

A. I was the -- Different term. It's the same thing. Line manager for Hush Puppies in Australia.

Q. So when these advertising restrictions were proposed in the foreign countries while you were Vice President of Corporate Affairs, you simply sought to gather information and then left it to these other organizations to deal with the government on it?

A. Yes. I have never sat opposite a government official with such document and tried to persuade him to change his mind on anything, and I'll go very carefully. I'm not misleading you, but I can't think of a single such incident.

Q. Do you have any idea how much money Philip Morris has given to the various advertising associations which you're referring to?

A. In the case that I'm referring to? No monies changed hands.

Q. What is the Advertising Association?

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A. It's basically a confederation of the advertising agencies, and sometimes media proprieties.

Q. And Philip Morris doesn't retain any of those advertising agents?

A. We sure do.

Q. Do you pay them for their services?

A. Oh, yes.

Q. So they've received money in that fashion.

A. The association hasn't. The individual agencies might.

Q. So the only contact Philip Morris would have had wouldn't have been directly with the association. It would have been indirectly with one of the members in the association who was your advertising agency?

MR. HELMS: Let me object to that. Object to the form.

Q. Is that correct?

MR. HELMS: As far as the word "indirect."

A. I'm not sure I understand, but do it again. I'll try to answer it.

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Q. Never mind.

You indicated that you had some records pertaining to -- I think it was the N.Y.S.A. at your apartment?

A. Uh-huh.

Q. Do you have records pertaining to any of the other organizations at your apartment?

A. From time to time, yeah, I think I do. Probably A.C.A. Probably correspondence and such. Every one of them, because I very frequently take my work home.

Q. Would you have any objection to us obtaining a copies of those materials?

MR. HELMS: That's something we'll take under advisement if you request it.

Q. I'm requesting it and asking you, Mr. Whist, if you will have any objection.

A. Depends on what kind of material you would want.

MR. HELMS: I'm not agreeing that's a proper request, but --

Q. Whose material would it be, the A.E.C.A.'s, the N.Y.S.A.'s?

A. I don't think I'm at liberty to give you

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records which belong to, say, the American Scandinavian Foundation without going back to the board and asking for the express approval to do so.

Q. For the N.Y.S.A., you're on that board. Right?

A. Yes.

Q. So as a member of that board, would you have an objection to us having those records?

A. Me, personally? I would have to go back to the various members of the board and see what they think, and I'll be happy to do that.

Q. If you asked yourself first, what would be your position?

A. My position would be that I would have to consult with other members of the board since I'm not the board.

MS. RITTER: If we could take a break for a minute.

THE VIDEOGRAPHER: Off the record at 4:20.

(Recess.)

THE VIDEOGRAPHER: Going back on the record at 4:37.

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Q. Mr. Whist, a few minutes ago we were talking about the time period during which you were Vice President of Corporate Affairs, involved in trying to determine positions of various people in the field of advertising on the possible impact of advertising on youth smoking. Do you recall that discussion?

A. Oh, yes.

Q. During that time frame, were you provided any of Philip Morris' own marketing research data concerning youth smoking?

A. No, because maybe because I was in Australia. I don't know that they had any.

Q. You weren't aware that Philip Morris had marketing researchers looking into questions relating to teen smoking?

A. No.

Q. When we were discussing the New York Society a few minutes ago and I was asking about documents that might be at your apartment, you indicated that you would be consulting with Mr. Helms, I believe, on whether those documents could be turned over?

A. No. I said I would have to go back to each and every individual board member to see

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what their view was.

Q. And Mr. Helms doesn't represent the New York Society? He just represents you personally.

Is that correct?

A. Yes.

MS. RITTER: That's all of the questions I had, except that I'm reserving the questions I had to not only that -- the couple of particular documents you objected to, but I did have other documents within the 39,000 that I would reserve the right to ask the witness questions about, but since that's your position, there's no point wasting time on this record, and I don't see any requirement that I should have to go through and identify those documents. Beyond that, I would be having to disclose them, and I wouldn't want to do anything to intrude on your claim of privilege, so I'm adjourning my part of the deposition, assuming I don't have any follow-up to any questions you ask.

MR. HELMS: Actually, I was going to ask you if you would mind waiting for a few minutes because I have a call in, and I'm asking

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about one of the documents that you wanted to ask questions about in particular, and I want to find out whether we would agree to -- for you to answer questions about, so would you mind waiting a few minutes to see if I can get that information?

MS. RITTER: Which document is it??

MR. HELMS: The one I'm making inquiries about is this one here, the 1005084005.

MS. RITTER: I don't have any more questions about that document.

MR. HELMS: Okay. Can you tell me what other documents you have questions about so that I can try and address them.

MS. RITTER: I don't have any more of the documents in front of me. I have a small group of documents that come out of the 39,000, and specifically out of the 400 subset of the 39,000.

MR. HELMS: I don't know what the 400 subset it.

MS. RITTER: It was the group of documents withheld from the 39,000 because of

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some high degree of claim of privilege, as I understand it. There were super super super super secret documents, and I would assume your objection will fall into the same category as the others.

If your objection is it's in the 39,000, then that objection is the objection, and that's been the sole basis of the objection you gave for the other document, and I think it's unreasonable for you to want me to sit here today and disclose to you documents so that you can have a few more three-hour meetings with Mr. Whist. It's pretty easy for you all to do a computer run and you can figure out the 39,000 that relate to him yourself if that's your objection if that is your true claim of privilege --

MR. HELMS: Actually, that --

MS. RITTER: Then that's fine I accept it. If you still claim those are privileged.

MR. HELMS: Hang on just a second. Let me get that phone.

THE VIDEOGRAPHER: Off the record at 4:42.

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(Recess.)

THE VIDEOGRAPHER: Back on the record at 4:52.

MR. HELMS: The only thing I want to add is that I want it to be clear that my objection was not because they were part of the 39,000. My objection is because of a privilege of work product. The fact that they are in the 39,000 is an indicator, but that's not the basis of the objection. I have a couple of questions I would like to ask.

EXAMINATION

BY MR. HELMS:

Q. Mr. Whist, you spoke earlier about some trips that the societies were involved in. Do you remember that?

A. Yes.

Q. To your knowledge, have tobacco or cigarette issues ever been discussed on any of these trips?

A. Not to my knowledge, no.

Q. Did any of these societies that you're involved with have any say in who went on the trips?

A. No.

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Q. To your knowledge, has any legislator from the State of Oklahoma ever gone on any of these trips?

A. I don't think so.

MR. HELMS: That's all I've got.

MS. RITTER: I don't have anything else.

THE VIDEOGRAPHER: Off the record at 4:53.

(The deposition is adjourned at 4:53 p.m.)

(The exhibits are retained by the reporter.)

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SIGNATURE OF DEPONENT

I, the undersigned, ULF WHIST, do hereby certify that I have read the foregoing deposition and find it to be a true and accurate transcription of my testimony, with the following corrections, if any:

PAGE	LINE	CHANGE	REASON

_____

Date

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C E R T I F I C A T E

I, PATRICIA M. MULLIGAN, a Certified Shorthand Reporter and Notary Public of the State of New Jersey, do hereby certify that prior to the commencement of the examination the witness was sworn by me to testify the truth, the whole truth and nothing but the truth.

I do further certify that the foregoing is a true and accurate transcript of the testimony as taken stenographically by and before me at the time, place and on the date hereinbefore set forth.

I do further certify that I am neither of counsel nor attorney for any party in this action and that I am not interested in the event nor outcome of this litigation.

Patricia M. Mulligan

Notary Public of the State of New Jersey
Certificate No. XI00780

Dated: July 1, 1998

My Commission Expires October 23, 2000
A. WILLIAM ROBERTS, JR., & ASSOCIATES

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